

CONSTITUTION

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JUDEA REFORM CONGREGATION

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ARTICLE I -- NAME

The name of this congregation shall be "Judea Reform Congregation."

ARTICLE II -- PURPOSES

The purposes of this congregation shall be to worship God in accordance with the faith of Judaism, to maintain a religious school, to cultivate an understanding of the Jewish heritage, and to stimulate fellowship in the Jewish community.

ARTICLE III – PRACTICES AND AFFILIATION

The Congregation shall follow the practices of Reform Judaism in accordance with the general principles laid down by the Central Conference of American Rabbis and the Union for Reform Judaism. The Congregation shall affiliate with the Union for Reform Judaism.

ARTICLE IV -- MEMBERSHIP

Section 1. Membership unit categories shall be:

a. **Two-Adult Household Membership.** Two-adult household membership shall be extended to two adults residing in the same household, with or without children, if at least one of the adults is of the Jewish faith. For membership purposes, an adult is a person who is at least age 23 or who is less than age 23 and is self-supporting, and a child is a person who is under age 23 and is not self-supporting. In the event of the death or divorce of a member, the surviving or remaining non-Jewish adult and any children may continue to be members.

b. **One-Adult Household Membership.** One-adult household membership shall be extended to (i) an adult person of the Jewish faith joining alone, (ii) any single-parent household with children if the adult is of the Jewish faith, or (iii) any single-parent household with children if the children are being raised as Jews.

c. **Life Membership.** Life membership may be extended to any member of the Congregation as determined by the Board of Trustees.

d. **Associate Membership.** Associate membership shall be extended to individuals studying to become a Jew by choice and their families until such time as he or she meets the criteria for individual or family membership. Associate members shall have no voting rights.

Section 2. A majority vote of the members of the Board of Trustees present and entitled to vote in a regular or special meeting of the Board of Trustees shall be required to elect an applicant to membership.

Section 3. The Board of Trustees shall prescribe rules and regulations governing the suspension, expulsion and reinstatement of members of the Congregation as it may deem advisable.

ARTICLE V -- DUES

Members of the Congregation shall pay such dues as shall be determined from time to time by the Board of Trustees. Dues are payable in advance or in equal installments over the course of the fiscal year. A new member who joins before the end of the High Holidays shall pay full annual membership dues. A new member who joins after the end of High Holidays shall pay annual membership dues prorated as of the beginning of the month the new member joins.

ARTICLE VI -- PRIVILEGES OF MEMBERSHIP

Members of the Congregation shall enjoy religious privileges, subject to accepted Jewish usage, and shall have the following rights:

- a. To attend all meetings of the Congregation.
- b. To have a voice and a vote at all Congregational meetings. A family membership with two adults has one vote if either adult attends and two half-votes if both attend. A family membership with one adult has one vote. An individual membership has one vote. An associate member has no vote.
- c. To participate in all religious services, subject to rules and regulations, which may be established by the Board of Trustees and the rabbi.
- d. To enroll their children in the schools of the Congregation, subject to rules and regulations which may be established by the Board of Trustees.
- e. To hold office, to serve on Committees, and to participate in auxiliary organizations of the Congregation, subject to rules and regulations, which may be established by the Board of Trustees.

ARTICLE VII -- MEETINGS OF THE CONGREGATION

Section 1. The annual meeting of the Congregation shall be held in April or May. At this meeting, reports shall be submitted by the president and the rabbi, and by any Committee or auxiliary organization that may so desire; a budget for the coming fiscal year shall be approved; and General Trustees and officers shall be elected. Notice of the annual meeting shall be sent by mail or electronically to all members of the Congregation at least 10 days before the meeting.

Section 2. Special meetings of the Congregation may be called by the president at his/her discretion, and must be called by the president at the written request of at least 1/3 of the members of the Board of Trustees who are eligible to vote or at least 5% of the membership units of the Congregation. A written request shall state the reason for and the purpose of the meeting. The call for a special meeting shall set forth the purpose of the meeting and no business shall be transacted except that specified in the call. Notice of the special meeting including its purposes, its location, its date, and its time shall be sent by mail or electronically to all membership units of the Congregation at least 10 days before the date of the designated meeting.

Section 3. At all meetings of the Congregation, a quorum shall consist of ten per cent of the total membership units of the Congregation. Total membership units shall be determined by the membership roster as of the first day of the month preceding the month of the meeting.

Section 4. The actions of the Board of Trustees, or of any individual officer or General Trustee may be reviewed by the Congregation at the annual meeting or at any special meeting called for that purpose.

Section 5. Before any contract for the purchase, sale, or alienation of real estate by or for the Congregation shall be entered into, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at the annual meeting or a special meeting to be called for that purpose. It shall require a vote of two-thirds of the membership units of the Congregation present and voting to authorize any purchase, sale, or alienation of real estate.

Section 6. At all meetings of the Congregation, there shall be no voting by proxy, nor shall there be any absentee voting. Unless otherwise specified, any matter voted on is adopted if approved by a majority of those membership units present and voting.

ARTICLE VIII -- BOARD OF TRUSTEES

Section 1. The Congregation shall elect from its members a Board of Trustees composed of the six officers and from 12 to 19 General Trustees. The immediate past president of the Congregation and an elected (at-large) member of the Judea Reform Congregation Cemetery Board of Directors, as designated by the Cemetery Board, shall also serve on the Board with voting rights. The General Trustees may serve as Committee chairs, as liaisons to Committees, or as liaisons to auxiliary organizations. The rabbi(s), cantor(s) as selected under Article XI of this Constitution, and key Congregational staff designated by the Board of Trustees shall serve as ex-officio members of the Board of Trustees without voting rights.

Section 2. The election of the members of the Board of Trustees shall take place at the annual meeting of the Congregation.

Section 3. The Congregation shall elect annually, for a term of two years the General Trustees for whose position there is a vacancy. No General Trustee shall be elected to serve for more than two successive terms provided, however, that this restriction shall not be deemed to

include service on the Board as an officer of the Congregation. Each General Trustee shall begin his/her term of office July 1, and shall serve until his/her successor shall be elected and begins his/her term.

Section 4. The Board of Trustees must hold a minimum of nine meetings a year and shall ordinarily meet once every month. Special meetings of the Board may be called by the president, upon five days' written notice stating the purpose thereof, and must be called by the president upon the written request of four voting members of the Board of Trustees.

Section 5. One-half of the voting members of the Board of Trustees shall constitute a quorum. Trustees may participate in board meetings by telephone or internet conference call, or other electronic means, as long as all Trustees can simultaneously hear each other during the meeting; participation in this manner constitutes presence at the meeting. Except as otherwise specified in this Constitution, no matter may be decided by the Board of Trustees except by majority vote of the members of the Board of Trustees present and entitled to vote. No vote by proxy shall be allowed at any meeting of the Board of Trustees.

Section 6. In the event of death, resignation, disability, or removal of a General Trustee, a successor shall be elected by the Board of Trustees within sixty days to fill the vacancy and serve until the next annual meeting of the Congregation, at which time the Congregation shall elect a successor General Trustee to serve for the unexpired term, if any.

Section 7. An accurate written record of the proceedings of the Board of Trustees shall be kept.

Section 8. The Board of Trustees shall be charged with and assume control of all the property of the Congregation; shall designate the bank or banks wherein the funds of the Congregation shall be deposited; shall be responsible for all collections and expenditures of the Congregation, including all Committees, auxiliary organizations, and other entities of the Congregation; and shall invest the funds of the Congregation in accordance with the Uniform Prudent Management of Institutional Funds Act (Chapter 36E, North Carolina General Statutes), or corresponding provisions of any future North Carolina law. In no event shall the Board of Trustees set aside any fund which would avoid the necessity of the duly designated members of the Board of Trustees signing withdrawal vouchers or checks against it.

Section 9. The Board of Trustees shall be empowered to engage non-rabbinical personnel.

Section 10. The Board of Trustees shall make such rules and regulations, consistent with this Constitution, as they deem advisable for the proper conduct of their meetings and for the furtherance of the general purposes of this Congregation.

ARTICLE IX -- OFFICERS

Section 1. The officers of this Congregation shall consist of a president, two vice-presidents, a recording secretary, a treasurer, and a financial secretary.

Section 2. The Congregation shall elect the officers from its members at its annual meeting. Each officer shall be elected for a term of one year, beginning July 1, and shall serve until his /her successor shall be elected and begins his/her term. No officer shall be eligible for election to the same office for more than four consecutive terms.

Section 3. The officers and the immediate past president of the Congregation shall serve as the Executive Committee. The rabbi(s) and the key Congregational staff designated by the Board of Trustees shall be ex-officio members of the Executive Committee without voting rights. The president shall serve as chair of the Executive Committee. The Board of Trustees on a two-thirds vote may delegate any authority to the Executive Committee to promote the objectives of the Congregation. The Executive Committee will meet as necessary.

Section 4. In the event of the disability, death, resignation, or removal of any officer, a successor shall be elected by the Board of Trustees within sixty days to fill the vacancy for the unexpired term. In the event of the disability, resignation, or removal of the President, the Board of Trustees shall determine whether that former President may serve as the Immediate Past President.

Section 5. The president is empowered to preside at all meetings of the Congregation, of the Executive Committee of the Board of Trustees, and of the Board of Trustees, of which he/she shall be chair; to appoint all Committees; to sign all agreements, contracts, deeds, and other documents for the Congregation pursuant to the appropriate resolutions by the Congregation or the Board of Trustees. The president shall be an ex-officio non-voting member of all Committees.

Section 6. The vice-presidents shall assist the president in the discharge of his/her duties as they may be called upon by the president

Section 7. The recording secretary shall be responsible for overseeing that an accurate record of all the proceedings of the Congregation, of the Board of Trustees, and of the Executive Committee of the Board of Trustees is kept; that all notices for meetings are issued; that all correspondence of the Congregation and of the Board of Trustees is carried on; that such instruments or documents as may be necessary to effectuate the proper directions of the Congregation or of the Board of Trustees are signed; that a register of all the members of the Congregation, with complete data as to their families and their membership on Committees and in the auxiliary organizations of the Congregation, is kept.

Section 8. The treasurer shall provide oversight to ensure that an accurate and correct record of the receipts and expenditures of the Congregation and of the accounts between the Congregation, its members, and others is maintained. All financial and related records shall at all times be open for inspection by the Board of Trustees and the Finance Committee. The treasurer shall serve as chair of the Finance Committee.

Section 9. The financial secretary shall be responsible for overseeing that all members of the Congregation are notified of their account balances, and that an accurate and correct record of the members' account balances are kept. Records shall at all times be open for inspection by the Board of Trustees and the Finance Committee.

ARTICLE X -- NOMINATION, ELECTION, AND REMOVAL

Section 1. Nominations of all officers, General Trustees, members of the Judea Reform Congregation Cemetery Board of Directors, and at-large Nominating Committee members shall be made by a Nominating Committee. The Nominating Committee shall consist of five members as follows: two members of the Board of Trustees appointed by the president, and three members of the Congregation at-large elected by the Congregation at its annual meetings. No member-at-large of the Nominating Committee shall be elected for more than two consecutive one-year terms. The Nominating Committee shall assemble no later than January and shall meet with the president at its first meeting.

Section 2. Subject to and consistent with policies established by the Board of Trustees, the Nominating Committee shall propose the slate of nominees who demonstrate a commitment to Judea Reform Congregation, its mission and vision, and to cultivating Jewish life for everyone who walks through its doors. The slate of nominees shall consist of one nomination for each officer, General Trustee, and Cemetery Board member whose term of office shall expire on June 30 and for each vacancy existing at the date of the annual meeting. The Nominating Committee shall report its nominations to the Board of Trustees, for informational purposes only, at least 20 days prior to the annual meeting. Notice of the nominations will be communicated (by mail or electronically) to all members of the congregation at least 10 days before the annual meeting.

Section 3. Nomination for any elective office may be made by written petition of fifteen membership units of the Congregation. Nominations by petition must be filed with the recording secretary at least 20 days prior to the annual meeting. Notice of nominations by petition will be communicated (by mail or electronically) to the members of the Congregation ten days before the election.

Section 4. No nominations for any elective office may be made from the floor.

Section 5. Each of the offices of president, recording secretary, treasurer, financial secretary, and any General Trustee position to fill an unexpired term, shall be voted on separately by the Congregation. The two vice-president positions shall be voted on by a consolidated ballot. The General Trustee positions for full terms of office shall be voted on by a consolidated ballot. The three at-large Nominating Committee positions shall be voted on by a consolidated ballot.

Section 6. In case of unopposed nomination to any office, or to the slate of two vice-presidents, or that of the General Trustees proposed by the Nominating Committee, election may be by voice vote. In case of an opposed nomination, election must be by written ballot.

Section 7. In the case of separate ballots, the candidate for each office receiving the highest number of votes shall be declared elected. In the case of the consolidated ballot for the two vice-presidents, the two candidates receiving the most votes shall be declared elected for the General Trustees, those persons (equal to the number of General Trustees being elected) who receive the most votes shall be declared elected. There shall be no cumulative voting.

Section 8. Terms of office shall run from July 1 to June 30.

Section 9. Any officer or General Trustee may be removed from office by a two-thirds

vote of the membership units of the Congregation present and voting at any special meeting called by an absolute majority of the members of the Board of Trustees who are eligible to vote for the purpose of acting on the charges. Before the calling of such a special meeting for the purpose of removing a member of the Board, the Board of Trustees shall give the officer or General Trustee an opportunity to be heard before the Board concerning the charges made against him/her. At least 10 days before any formal action, the Board of Trustees shall notify, by mail and electronically, the officer or General Trustee under consideration for removal from office of the grounds and circumstances of such consideration.

Section 10. The Board of Trustees, at its discretion, when any member of the Board has missed an excessive number of Board meetings, may declare that position vacant. Declaring a position vacant may take place only at a regularly constituted and scheduled meeting of the Board and requires the affirmative vote of a majority of Board members.

ARTICLE XI -- PULPIT

Section 1. The rabbi(s) and cantor(s) shall be selected by a special pulpit Committee appointed by the president from the members of the Congregation, with the consent of the Board of Trustees, at such salary and for such period of time as the Committee may determine with the approval of the Board of Trustees. The matter shall then be referred to a meeting of the Congregation, where a two-thirds vote of those membership units present and voting shall be required for the election of a rabbi or a cantor.

Section 2. Consideration of reelection of a rabbi or cantor by a special Committee appointed by the president, with the consent of the Board of Trustees, will begin at least four months prior to the completion of the agreed period of service of the rabbi or cantor. The Committee shall ascertain the intentions of the rabbi or cantor, as to the future of the relationship of the Congregation and the rabbi or cantor, and report to the Board of Trustees. If the rabbi or cantor, and the majority of the Board agree, the Board shall recommend to the Congregation the reelection of the rabbi or cantor, at such salary and for such period of time as the Board sees fit. The matter shall then be referred to a meeting of the Congregation, where a two-thirds vote of those membership units present and voting shall be required for the reelection of the rabbi or cantor.

Section 3. The rabbi(s) shall have the overall responsibility of implementing the religious aims and objectives of the Congregation. The rabbi(s) shall enjoy the freedom of the pulpit.

Section 4. Termination of the rabbi's contract may occur only at a meeting of the Congregation called for this purpose. This meeting may be called by a majority of the members of the Board of Trustees who are eligible to vote, or the Board must call such a meeting upon receipt of a petition requesting such a meeting signed by fifteen percent of the membership units of the Congregation. Written notice of this meeting and its purpose shall be mailed or communicated electronically to the members of the Congregation at least ten days before the date of the meeting.

Termination of the rabbi's contract shall require an affirmative vote of two-thirds of those

membership units present and voting at a duly called meeting. For this meeting, a quorum shall be twenty-five percent of the total membership units of the Congregation.

ARTICLE XII -- STANDING COMMITTEES

Section 1. The president shall appoint all members and the chair of each standing Committee of the Congregation except the Executive Committee, subject to the approval of the Board of Trustees. Members of the Standing Committees shall be appointed for a term of office expiring June 30.

Section 2. The Standing Committees of this Congregation and their duties shall include:

a. **Executive Committee** The composition and functions of the Executive Committee are described in Article IX, Section 3.

b. **Finance Committee** The Finance Committee shall be responsible for reviewing internal controls of the Congregation and performing test procedures in order to conclude that: the financial records and resulting financial statements fairly report the financial activities of all funds of the Congregation; all receipts are properly accounted for; all disbursements include appropriate supporting documentation and are for purposes either provided for in the annual budget or comply with the terms of restricted funds. The Finance Committee shall present a written report reflecting appropriate financial activities of the Congregation: to the Board at each regularly scheduled Board meeting; to the membership at the annual meeting of the Congregation; and at such other meetings and occasions as it may be directed to do so by the Congregation, by the Board of Trustees, or by the Executive Committee. The Committee shall be responsible for maintaining adequate insurance for all Congregation properties and activities. The Finance Committee shall develop an annual budget proposal for approval by the Board, and Congregation membership at its annual meeting, securing input for the budget from all appropriate constituencies of the Congregation. The Treasurer shall chair the Finance Committee.

c. **Religious School Committee**. The Religious School Committee shall supervise the school(s) of the Congregation and shall determine policy and formulate rules and regulations for the administration of such school(s) subject to the approval of the Board of Trustees. The rabbi shall be an ex-officio member of this Committee.

d. **Religious Practices Committee**. The Religious Practices Committee shall be in charge of all religious services of the Congregation, including weddings, B'nai Mitzvah, Kabbalat Torah, funeral services, and the like, and shall formulate rules and regulations for all such services subject to the approval of the Board of Trustees. It shall offer to the rabbi such guidance and advice as he/she may require regarding the character and mode of the various services. It may also be in charge of seating arrangements at all services with the consent of the Board of Trustees, and shall have the responsibility of appointing ushers for the various services. This Committee shall also develop and implement the musical portion of the religious services, and may engage, with the approval of the Board of Trustees, the services of any individual(s) to meet the Congregation's musical requirements. The rabbi shall be an ex-officio member of this Committee.

e. **Membership Committee.** The Membership Committee shall develop and implement all programs for the growth and retention of the membership of the Congregation.

Section 3. The Board of Trustees may establish other committees of this Congregation and the duties of such Committees.

Section 4. All Committees that determine policy and formulate rules and regulations within their proper program areas do so subject to the approval of the Board of Trustees. All moneys collected by any Committee shall be turned over to the general fund of the Congregation to be administered by the Board of Trustees. No Committee may commit the disbursement of funds without prior authorization from the Board of Trustees in the form of approval of the general budgetary allocation or otherwise.

ARTICLE XIII -- AUXILIARY ORGANIZATIONS

The Congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Trustees. The activities of all auxiliary organizations of this Congregation shall always be conducted in such manner as will advance the best interests of the Congregation. The by-laws and other regulations of all auxiliary organizations shall be consistent with this Constitution, the by-laws, and policies of the Congregation.

ARTICLE XIV – FISCAL YEAR

The fiscal year shall run from July 1 through June 30.

ARTICLE XV -- RULES OF ORDER

The rules of procedure at meetings shall be determined by Robert's Rules of Order, latest revised edition, except when the Constitution provides otherwise. The president may appoint a parliamentarian at the beginning of his/her term of office.

ARTICLE XVI – TIME FRAME FOR ACTION OF PRESIDENT

Whenever the president is required by this Constitution to act upon petition of the Board of Trustees or the members of the Congregation, the president must so act within 30 days of receipt of the petition.

ARTICLE XVII -- AMENDMENTS

Section 1. The Board of Trustees or a group consisting of at least 3% of the membership units of the Congregation may propose amendments to the Constitution. Amendments shall be presented in writing and filed with the recording secretary at least three weeks before the date of the meeting at which the amendment will be considered.

Section 2. Such amendments must be acted on at the next annual meeting of the Congregation or at any special meeting of the Congregation called wholly or partly for that purpose.

Section 3. Copies of the proposed amendments shall be mailed or communicated electronically by the congregational staff to all members of the Congregation along with the notice of the meeting at which the amendments will be considered.

Section 4. An affirmative vote of two-thirds of the membership units present and voting shall be necessary to adopt a proposed amendment.

Section 5. Any proposed amendment rejected by the congregation may not be re-submitted for the consideration of the Congregation until six months shall have elapsed from the time of such rejection.